

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS**

LAWRENCE ZUCKER, on Behalf of Himself
and all Others Similarly Situated,

Plaintiff,

- against -

FEDERATED SHAREHOLDER SERVICES
COMPANY, JOHN F. DONAHUE, J.
CHRISTOPHER DONAHUE, LAWRENCE D.
ELLIS, THOMAS G. BIGLEY, JOHN T.
CONROY, JR., NICHOLAS P.
CONSTANTAKIS, JOHN F. CUNNINGHAM,
PETER E. MADDEN, CHARLES F.
MANSFIELD, JR., JOHN E. MURRAY, JR.,
MARJORIE P. SMUTS, JOHN S. WALSH,
and FEDERATED SECURITIES CORP.,

Civil Action No. 05-11831-NMG

Defendants.

**JOINT MOTION TO TRANSFER CASE TO UNITED STATES DISTRICT
COURT FOR THE WESTERN DISTRICT OF PENNSYLVANIA**

Plaintiff Lawrence Zucker, on behalf of himself and all others similarly situated, and Defendants Federated Shareholder Services Company, Federated Securities Corporation, John F. Donahue, J. Christopher Donahue, Lawrence D. Ellis, Thomas G. Bigley, John T. Conroy, Jr., Nicholas P. Constantakis, John F. Cunningham, Peter E. Madden, Charles F. Mansfield, Jr., John E. Murray, Jr., Marjorie P. Smuts, John S. Walsh (collectively, the “Defendants”), respectfully move this Court for an order to transfer this case, pursuant to 28 U.S.C. §§ 1404(a) and 1406(a), to the United States District Court for the Western District of Pennsylvania. As grounds for this motion, the parties state as follows:

1. On September 8, 2005, Plaintiffs filed a two-count complaint against Defendants asserting a claim under Section 36(b) of the Investment Company Act of 1940 and a claim under state law for breach of fiduciary duty.

2. On December 2, 2005, Defendants moved the Court for an order, pursuant to 28 U.S.C. §§ 1404(a) and 1406(a), to transfer this case to the U.S. District Court for the Western District of Pennsylvania.

3. Plaintiff has reviewed Defendants' motion to transfer and accompanying documents and hereby consents to the transfer of this case to the U.S. District Court for the Western District of Pennsylvania.

4. The parties agree that the Western District of Pennsylvania is the appropriate forum for this action, given that, among other things, (i) there are five cases already pending in that district with similar claims against the Defendants based on Section 36(b) of the Investment Company Act of 1940 (among other statutes and laws), (ii) this case has a limited factual connection to this District, and (iii) most of the key parties are domiciled or based in the Western District of Pennsylvania, most of the material events occurred in that district, and most of the key witnesses and documents are located in that district.

WHEREFORE, the parties respectfully request that this Court enter an order transferring this case to the U.S. District Court for the Western District of Pennsylvania. A proposed order is submitted with this motion.

LOCAL RULE 7.1(A)(2) CERTIFICATION

Counsel for the parties conferred and agree that this case should be transferred to the United States District Court for the Western District of Pennsylvania.

December __, 2005

Respectfully submitted,

LAWRENCE ZUCKER, on Behalf of
Himself and all Others Similarly Situated

By his attorneys,

/s/ Eduard Korsinsky

Jeffrey C. Block
Leslie R. Stern
BERMAN DEVALERIO PEASE
TABACCO BURT & PUCILLO
One Liberty Square
Boston, MA 02109
(617) 542-8300

Eduard Korsinsky
ZIMMERMAN LEVI & KORSINSKY,
LLP
39 Broadway, Suite 1601
New York, NY
(212) 363-7500

Respectfully submitted,

FEDERATED SHAREHOLDER SERVICES
COMPANY, JOHN F. DONAHUE, J.
CHRISTOPHER DONAHUE, LAWRENCE
D. ELLIS, THOMAS G. BIGLEY, JOHN T.
CONROY, JR., NICHOLAS P.
CONSTANTAKIS, JOHN F.
CUNNINGHAM, PETER E. MADDEN,
CHARLES F. MANSFIELD, JR., JOHN E.
MURRAY, JR., MARJORIE P. SMUTS,
JOHN S. WALSH and FEDERATED
SECURITIES CORP.,

By their attorneys,

/s/ Stuart M. Glass

James S. Dittmar (BBO#126320)
Stuart M. Glass (BBO#641466)
GOODWIN PROCTER LLP
Exchange Place
Boston, MA 02109
(617) 570-1000

Of Counsel:

Thomas L. Allen
Perry A. Napolitano
David J. Bird
REED SMITH LLP
435 Sixth Avenue
Pittsburgh, PA 15219
Attorneys for Defendants Federated Securities Corp., and Federated Shareholder Services Co.

Robert J. Higgins
Eric A. Bensky
DICKSTEIN SHAPIRO MORIN &
OSHINSKY LLP
2101 L Street N.W.
Washington D.C. 20037
*Attorneys for Defendants other than
Federated Securities Corp. and Federated
Shareholder Services Co.*

